



January 27, 2025

**National Stock Exchange of India Limited**  
Exchange Plaza, C-1 Block G  
Bandra Kurla Complex, Bandra (E)  
Mumbai – 400051, India  
**Symbol: BHARTIHEXA**

**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai – 400001, India  
**Scrip Code: 544162**

**Sub.: Disclosure under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')**

Dear Sir/ Ma'am,

This is in furtherance to our intimations dated December 27, 2024 and December 28, 2024 w.r.t. Notice of Postal Ballot seeking approval of members of the Company on special businesses as stated in the Notice by way of remote e-voting only.

Please find enclosed herewith the following:

- a) Voting results as required under Regulation 44 of the SEBI Listing Regulations, as **Annexure-A**; and
- b) Scrutinizer's Report dated January 27, 2025 pursuant to Section 108 of the Companies Act, 2013 and relevant rules made thereunder, as **Annexure-B**.

The aforesaid voting results alongwith Scrutinizer's report are available on the Company's website viz. <https://www.bhartihexacom.in/our-strategy.html> and are also being made available on the website of KFin Technologies Limited viz. <https://evoting.kfintech.com/public/Downloads.aspx>.

We wish to inform that as per the Scrutinizer's Report, all Resolutions as set out in the Notice of Postal Ballot have been duly approved by the Shareholders with requisite majority. The details prescribed under SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and other applicable circulars had been submitted by the Company to stock exchanges under Reg. 30 of the SEBI Listing Regulations vide its intimations dated October 28, 2024 & November 19, 2024.

We request you to take the same on record.

Thanking you,  
Sincerely yours

**For Bharti Hexacom Limited**

**Akhil Garg**  
Chief Financial Officer



**Bharti Hexacom Limited**  
Regd. and Corporate Office: Bharti Crescent, 1 Nelson Mandela Road, Vasant Kunj, Phase II, New Delhi - 110 070, India  
Tel: +91-11-4666 6100; Fax: +91-11-4166 6137  
E-mail: [bhartihexacom@bharti.in](mailto:bhartihexacom@bharti.in); Website: [www.bhartihexacom.in](http://www.bhartihexacom.in)  
CIN: L74899DL1995PLC067527

## Bharti Hexacom Limited

Voting Results of Postal Ballot conducted by way of remote e-voting only	
Details of Postal Ballot e-voting as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Date of the AGM/EGM/Closure of e-voting (in case of Postal Ballot)	January 26, 2025
Total number of shareholders on record date i.e. December 20, 2024	88,867
No. of shareholders present in the meeting either in person or through Proxy: - Promoters and Promoters Group: - Public:	Not applicable
No. of Shareholders attended the meeting through Video Conferencing - Promoters and Promoters Group: - Public:	Not applicable

Item No.	1
Details of Agenda	Appointment of Mr. Rakesh Bharti Mittal (DIN: 00042494) as a Non-Executive Director, liable to retire by rotation
Resolution Required	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/ resolution?	No

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	349999990	349999990	100.0000	349999990	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		349999990	349999990	100.0000	349999990	0	100.0000
Public- Institutions	E-Voting	71181473	60697894	85.2720	60696449	1445	99.9976	0.0024
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		71181473	60697894	85.2720	60696449	1445	99.9976
Public- Non Institutions	E-Voting	78818537	75012112	95.1706	11170	75000942	0.0149	99.9851
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		78818537	75012112	95.1706	11170	75000942	0.0149
<b>Total</b>		500000000	485709996	97.1420	410707609	75002387	84.5582	15.4418



<b>Item No.</b>	2
<b>Details of Agenda</b>	Appointment of Mr. Kanwaljit Singh Cheema (DIN: 10655273) as a Independent Director
<b>Resolution Required</b>	Special Resolution
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>	No

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	349999990	349999990	100.0000	349999990	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		349999990	349999990	100.0000	349999990	0	100.0000
Public- Institutions	E-Voting	71181473	60697894	85.2720	60697894	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		71181473	60697894	85.2720	60697894	0	100.0000
Public- Non Institutions	E-Voting	78818537	75012102	95.1706	75010979	1123	99.9985	0.0015
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		78818537	75012102	95.1706	75010979	1123	99.9985
	<b>Total</b>	500000000	485709986	97.1420	485708863	1123	99.9998	0.0002



<b>Item No.</b>	3
<b>Details of Agenda</b>	Shifting of registered office of the Company from "National Capital Territory (NCT) of Delhi" to the "State of Haryana"
<b>Resolution Required</b>	Special Resolution
<b>Whether promoter/ promoter group are interested in the agenda/ resolution?</b>	No

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	E-Voting	349999990	349999990	100.0000	349999990	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	349999990	349999990	100.0000	349999990	0	100.0000	0.0000
<b>Public- Institutions</b>	E-Voting	71181473	60697894	85.2720	60697894	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	71181473	60697894	85.2720	60697894	0	100.0000	0.0000
<b>Public- Non Institutions</b>	E-Voting	78818537	75012070	95.1706	75010852	1218	99.9984	0.0016
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>	78818537	75012070	95.1706	75010852	1218	99.9984	0.0016
<b>Total</b>		500000000	485709954	97.1420	485708736	1218	99.9997	0.0003



# CL & Associates, Company Secretaries

D-20/1, Third Floor, Chhatarpur Enclave, Phase - II, New Delhi-110074, India  
Tel: +91 11-2630 2076; E-mail: [support@corp-nexus.com](mailto:support@corp-nexus.com); Website: [www.corp-nexus.com](http://www.corp-nexus.com)

## Scrutinizer's Report

**[Pursuant to Section 108 & 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended]**

To,  
**The Board of Directors**  
**Bharti Hexacom Limited**  
(CIN: L74899DL1995PLC067527)  
Bharti Crescent, 1, Nelson Mandela Road, Vasant Kunj,  
Phase - II, New Delhi -110070, India

**Subject: Scrutinizer's Report on the Postal Ballot process conducted through remote e-voting in respect of the resolutions set-out in the Notice of Postal Ballot dated December 13, 2024**

Dear Sirs,

I, Harish Chawla, Partner of M/s CL & Associates, Company Secretaries, having office at D-20/1, Third Floor, Chhatarpur Enclave, Phase - II, New Delhi-110074, India, was appointed as Scrutinizer by the Board of Directors of **Bharti Hexacom Limited** (*hereinafter to be referred as 'the Company'*) at the meeting held on October 28, 2024 for the purpose of scrutinizing the Postal Ballot voting conducted by way of electronic voting process only ('remote e-voting') in a fair and transparent manner in respect of the resolutions contained in the Postal Ballot Notice dated December 13, 2024 ('Notice') in accordance with the provisions of Section 108 & 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules').

I submit my report as under:

1. As per the General Circular No. 09/2024 dated September 19, 2024 read with general circular nos. 09/2023 dated September 25, 2023, 20/2020 dated May 5, 2020, 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 3/2022 dated May 5, 2022 and 11/2022 December 28, 2022 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('Listing Regulations') allowing the companies to hold general meetings/conduct the Postal Ballot process through electronic means ('remote e-voting') only, the Company has sent the Notice on Friday, December 27, 2024 through electronic mode only to those shareholders whose e-mail addresses are registered with the Company/ Depository Participants and whose names are recorded in

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the Register of Members/ Beneficial owners of the Company as on the Cut-off date i.e. Friday, December 20, 2024 ('Cut-off date').

The Company has published following advertisements in " Mint" an English Newspaper, "Hindustan" a vernacular (Hindi) newspaper in relation to the Postal Ballot as under:

- (a) Newspaper advertisements published on Wednesday, December 18, 2024 requesting the Members who have not registered their email addresses, to get the same registered by following the procedure mentioned therein, in terms of the MCA Circulars. In addition to the said advertisements, the Company had also sent a physical communication on December 27, 2024 to all the Members whose email addresses are not registered in the records.
  - (b) Newspaper advertisements published on Saturday, December 28, 2024 regarding completion of dispatch of Notice on Friday, December 27, 2024 and also specifying therein the matters prescribed in the Rules with regard to e-voting.
2. As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes were not dispatched to the Members. Accordingly, the communication of the assent or dissent of the members had taken place through the Remote e-voting system only.
  3. The Company has engaged KFin Technologies Limited ('KFin'), Registrar and Share Transfer Agent, ('RTA') as the service provider for extending the facility of remote e-voting to the members of the Company. The Remote e-voting period commenced on Saturday, December 28, 2024 at 09:00 A.M. (IST) and ended on Sunday, January 26, 2025 at 05:00 P.M. (IST).
  4. The management of the Company is responsible to ensure the compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the Listing Regulations in respect of the resolutions contained in the Notice as well as to ensure a secured framework and robustness of electronic voting system.
  5. My responsibility as scrutinizer for e-voting process is restricted to make the Scrutinizer's Report of the votes cast in "Favour" or "Against" by the members in respect of the resolutions contained in the Notice. My Report is based on verification of data and reports generated from the voting system provided by KFin, the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and papers/ documents furnished

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to me electronically till the time fixed for closing of the remote e-voting process i.e., till **Sunday, January 26, 2025, at 05:00 P.M.**

6. The shareholders of the Company holding equity shares, as on the **Cut-off Date i.e., Friday, December 20, 2024** were entitled to vote on the proposed resolutions as set out in the Notice, through remote e-voting only.

7. The total paid up Equity Share Capital of the Company as on Friday, December 20, 2024 was Rs. 2,50,00,00,000/- (Rupees Two Hundred Fifty Crores Only) divided into 50,00,00,000 (Fifty Crores) fully paid-up equity shares of the face value of Rs. 5/- (Rupees Five Only) each. As per Section 47 of the Companies Act, 2013 ('Act'), every member of a Company limited by shares and holding equity share capital therein, shall have a right to vote on every resolutions placed before the Company and his voting right on a poll shall be in proportion to his share in the paid-up equity share capital of the Company.

The total issued share capital of the Company includes 234 (Two Hundred and Thirty-Four Only) shares which are lying in the Bharti Hexacom Limited - Unclaimed Suspense Account, of which voting rights are frozen till rightful owners claim pursuant to Regulation 34 read with Schedule V(F)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

8. The **e-voting period commenced on Saturday, December 28, 2024 at 09:00 A.M. (IST) and ended on Sunday, January 26, 2025 at 05:00 P.M. (IST)**. The votes cast during the e-voting were unblocked on Sunday, January 26, 2025 after the conclusion of e-voting period for Postal Ballot and was witnessed by Ms. Kirti Arora and Ms. Arpita Singh, who are not in the employment of the Company and/or KFin. They have signed below in confirmation of the same:



Witness - 1



Witness - 2

9. The remote e-voting were reconciled with records maintained by the Company/ Registrar and Transfer Agents of the Company.

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10. Thereafter, the details of members, who voted "in favour" or "against" on the resolutions proposed for Postal Ballot were prepared based on report generated from the e-voting website of KFin.
11. The summary of results of remote e-voting are as under:

**Resolution No. 1 - Appointment of Mr. Rakesh Bharti Mittal (DIN:00042494) as a Non-Executive Director, liable to retire by rotation**

Ordinary Resolution			
Particulars	Number of Valid Votes		%
	Postal Ballot through remote e-voting		
Assent	41,07,07,609		84.558
Dissent	7,50,02,387		15.442

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure A**.

**Resolution No. 2 - Appointment of Mr. Kanwaljit Singh Cheema (DIN:10655273) as an Independent Director**

Special Resolution			
Particulars	Number of Valid Votes		%
	Postal Ballot through remote e-voting		
Assent	48,57,08,863		99.999
Dissent	1,123		0.001

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure B**.

**Resolution No. 3 - Shifting of registered office of the Company from "National Capital Territory (NCT) of Delhi" to the "State of Haryana"**

Special Resolution		
Particulars	Number of Valid Votes	%



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	Postal Ballot through remote e-voting	
Assent	48,57,08,736	99.999
Dissent	1,218	0.001

Therefore, the above Resolution has been passed with requisite majority. The detailed breakup of voting in respect of the above resolution is attached herewith and marked as **Annexure C**.

12. The electronic data and all other relevant record related to remote e-voting are under my safe custody and will be handed over to the Company Secretary and Compliance Officer of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the Postal Ballot.

Thank you

For CL & Associates  
Company Secretaries

  


.....  
**Harish Chawla**  
**Partner**  
**Membership No. F9002**  
**CP No. 15492**  
**PR No. 4741/2023**  
**UDIN: F009002F003802308**

**Date:** January 27, 2025  
**Place:** New Delhi

Countersigned by



.....  
**Bharti Hexacom Limited**  
**Akhil Garg**  
**Chief Financial Officer**

# CL & Associates, Company Secretaries

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Annexure A:

## VOTING THROUGH REMOTE E-VOTING:

Details of remote e-voting for Resolution No. 1 are as under:

Particulars	No. of Members Voted	No. of Equity Shares	Paid-up value of the Equity Shares (in Rs.)
a) Total Votes received*	667	48,57,09,996	2,42,85,49,980
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	667	48,57,09,996	2,42,85,49,980
d) Votes with Assent	649	41,07,07,609	2,05,35,38,045
e) Votes with Dissent	18	7,50,02,387	37,50,11,935

**Note:**

\*The above-mentioned total votes received is calculated by excluding 5,18,445 nos. of equity shares by 5 shareholders holding total 5,18,450 shares and have voted for 5 shares only.

\*There are 12 shareholders holding 4,080 equity shares who abstained from voting on the resolution.

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## **Annexure B:**

### **VOTING THROUGH REMOTE E-VOTING:**

Details of remote e-voting for Resolution No. 2 are as under:

Particulars	No. of Members Voted	No. of Equity Shares	Paid-up value of the Equity Shares (in Rs.)
a) Total Votes received	666	48,57,09,986	2,42,85,49,930
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	666	48,57,09,986	2,42,85,49,930
d) Votes with Assent**	645	48,57,08,863	2,42,85,44,315
e) Votes with Dissent**	24	1,123	5,615

#### **Note:**

\*The above-mentioned total votes received is calculated by excluding 5,18,445 nos. of equity shares by 5 shareholders holding total 5,18,450 shares and have voted for 5 shares only.

\*There are 13 shareholders holding 4,090 equity shares who abstained from voting on the resolution.

\*\*There were 3 shareholders who voted partially in favour of the resolution and partially against the resolution.

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## Annexure C:

### VOTING THROUGH REMOTE E-VOTING:

Details of remote e-voting for Resolution No. 3 are as under:

Particulars	No. of Members Voted	No. of Equity Shares	Paid-up value of the Equity Shares (in Rs.)
a) Total Votes received	665	48,57,09,954	2,42,85,49,770
b) Less: Invalid Votes	0	0	0
c) Net Valid Votes	665	48,57,09,954	2,42,85,49,770
d) Votes with Assent**	635	48,57,08,736	2,42,85,43,680
e) Votes with Dissent**	31	1,218	6,090

#### **Note:**

\*The above-mentioned total votes received is calculated by excluding 5,18,445 nos. of equity shares by 5 shareholders holding total 5,18,450 shares and have voted for 5 shares only.

\*There are 14 shareholders holding 4,122 equity shares who abstained from voting on the resolution.

\*\*There was 1 shareholder who voted partially in favour of the resolution and partially against the resolution.